

RECORDATION NO. 19989-A FILED

AUG 28 '00 : 2-02 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 25, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Amendment to Memorandum of Lease, dated March 12, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 19989.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive  
Suite 200  
Lake Oswego, OR 97035

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

A description of the railroad equipment covered by the enclosed documents is:

192 flatcars within the series CRLE 4600 - CRLE 4799

85

Mr. Vernon A. Williams  
August 25, 2000  
Page Two

A short summary of the document to appear in the index follows:

Amendment to Memorandum of Lease between Greenbrier Leasing Corporation, Lessor, and Union Pacific Railroad Company, Lessee, reducing the number of flatcars subject to the Lease from 201 to 192 within the series CRLE 4600 - CRLE 4799.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 19989-A FILED

AUG 28 '00 12-02 PM

SURFACE TRANSPORTATION BOARD

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**AMENDMENT TO  
MEMORANDUM OF LEASE  
DATED DECEMBER 2, 1992  
BETWEEN  
GREENBRIER LEASING CORPORATION ("LESSOR")  
AND  
UNION PACIFIC RAILROAD COMPANY  
AS SUCCESSOR TO SOUTHERN PACIFIC TRANSPORTATION COMPANY  
("LESSEE")  
MARCH 12, 2000**

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This AMENDMENT TO MEMORANDUM OF LEASE is made and entered into effective March 12, 2000, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Union Pacific Railroad Company, a Utah corporation, as successor to Southern Pacific Transportation Company ("Lessee").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease by Lessor to Lessee pursuant to Schedule No. 1 (the "Schedule") to the Lease Agreement, of two hundred one (201) 89-foot twin 45-foot TOFC flatcars; and

WHEREAS, Lessor and Lessee have entered into an Amendment to Lease Schedule dated March 12, 2000; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to reflect a change in the number of flatcars subject to the Schedule, and to reflect the correct marks and numbers for the flatcars;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. As of March 12, 2000, the flatcars subject to the lease Schedule are as follows:

One hundred ninety-two (192) 89-foot twin 45-foot TOFC flatcars, bearing the marks and numbers indicated on the attached Railcar List.

2. The term of the Schedule has been extended commencing on the date hereof, and is subject to the Extended Term set forth in the Amendment to Lease Schedule.
3. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

UNION PACIFIC RAILROAD COMPANY, as  
successor to SOUTHERN PACIFIC  
TRANSPORTATION COMPANY

BY: Norriss M. Webb

BY: Dave Beighley

NAME: Norriss M. Webb

NAME: Dave Beighley

TITLE: Executive Vice President

TITLE: Manager Leases

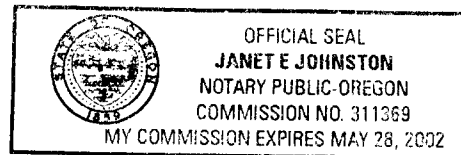
DATE: 8/16/00

DATE: 8-15-00

STATE OF OREGON                     )  
  ) ss.  
County of Clackamas                )

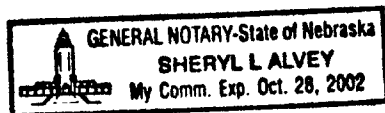
On this 16th day of August 2000, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E Johnston  
Notary Public for Oregon  
My commission expires: 5/28/2002



STATE OF Nebraska                     )  
  ) ss.  
County of Douglas                     )

On this 15<sup>th</sup> day of August, 2000, before me personally appeared Dave Beighley to me personally known, who being by me duly sworn, says that he is the Manager Leases of Union Pacific Railroad Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Sheryl L. Alvey  
Notary Public for  
My commission expires

## RAILCAR LIST

Marks	Numbers	Marks	Numbers	Marks	Numbers
CRLE	4600	CRLE	4655	CRLE	4710
CRLE	4601	CRLE	4656	CRLE	4711
CRLE	4602	CRLE	4657	CRLE	4712
CRLE	4603	CRLE	4659	CRLE	4713
CRLE	4604	CRLE	4660	CRLE	4714
CRLE	4605	CRLE	4661	CRLE	4715
CRLE	4606	CRLE	4662	CRLE	4716
CRLE	4607	CRLE	4663	CRLE	4717
CRLE	4609	CRLE	4664	CRLE	4718
CRLE	4610	CRLE	4666	CRLE	4719
CRLE	4611	CRLE	4667	CRLE	4720
CRLE	4612	CRLE	4668	CRLE	4721
CRLE	4613	CRLE	4669	CRLE	4722
CRLE	4614	CRLE	4670	CRLE	4724
CRLE	4615	CRLE	4671	CRLE	4725
CRLE	4616	CRLE	4672	CRLE	4726
CRLE	4617	CRLE	4673	CRLE	4727
CRLE	4618	CRLE	4674	CRLE	4728
CRLE	4619	CRLE	4675	CRLE	4729
CRLE	4620	CRLE	4676	CRLE	4730
CRLE	4621	CRLE	4677	CRLE	4731
CRLE	4622	CRLE	4678	CRLE	4732
CRLE	4623	CRLE	4679	CRLE	4733
CRLE	4624	CRLE	4680	CRLE	4734
CRLE	4625	CRLE	4681	CRLE	4735
CRLE	4626	CRLE	4682	CRLE	4736
CRLE	4627	CRLE	4683	CRLE	4738
CRLE	4628	CRLE	4684	CRLE	4739
CRLE	4629	CRLE	4685	CRLE	4740
CRLE	4630	CRLE	4686	CRLE	4741
CRLE	4631	CRLE	4687	CRLE	4742
CRLE	4632	CRLE	4688	CRLE	4743
CRLE	4633	CRLE	4689	CRLE	4744
CRLE	4634	CRLE	4690	CRLE	4745
CRLE	4635	CRLE	4691	CRLE	4746
CRLE	4636	CRLE	4692	CRLE	4747
CRLE	4637	CRLE	4693	CRLE	4749
CRLE	4638	CRLE	4694	CRLE	4750
CRLE	4639	CRLE	4695	CRLE	4751
CRLE	4640	CRLE	4696	CRLE	4752
CRLE	4641	CRLE	4697	CRLE	4753
CRLE	4642	CRLE	4698	CRLE	4754
CRLE	4643	CRLE	4699	CRLE	4755
CRLE	4644	CRLE	4700	CRLE	4756
CRLE	4645	CRLE	4701	CRLE	4757
CRLE	4646	CRLE	4702	CRLE	4758
CRLE	4647	CRLE	4703	CRLE	4759
CRLE	4648	CRLE	4704	CRLE	4760
CRLE	4649	CRLE	4705	CRLE	4761
CRLE	4650	CRLE	4706	CRLE	4762
CRLE	4651	CRLE	4707	CRLE	4764
CRLE	4653	CRLE	4708	CRLE	4765
CRLE	4654	CRLE	4709	CRLE	4766

Marks	Numbers
CRLE	4767
CRLE	4768
CRLE	4769
CRLE	4770
CRLE	4771
CRLE	4772
CRLE	4773
CRLE	4774
CRLE	4775
CRLE	4776
CRLE	4777
CRLE	4778

Marks	Numbers
CRLE	4779
CRLE	4780
CRLE	4781
CRLE	4782
CRLE	4783
CRLE	4784
CRLE	4785
CRLE	4786
CRLE	4787
CRLE	4788
CRLE	4789
CRLE	4790

Marks	Numbers
CRLE	4791
CRLE	4792
CRLE	4793
CRLE	4794
CRLE	4795
CRLE	4796
CRLE	4797
CRLE	4798
CRLE	4799

**Total: 192 Cars**